

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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MICROBOT MEDICAL INC.

Case No.: 19-CV- 3782 (GBD)

Plaintiff,

– against –

ALLIANCE INVESTMENT MANAGEMENT LTD.

Defendant.

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ANSWER

Defendant Alliance Investment Management Ltd. (“Alliance” or “Defendant”), by and through its undersigned attorneys, responds, states, and alleges as follows to the Amended Complaint asserted by Plaintiff Microbot Medical Inc. (“Microbot” or “Plaintiff”). To the extent not specifically admitted below, each factual assertion by Plaintiff is denied. To the extent that the headings and non-numbered statements in the Amended Complaint contain any averments, the Defendant denies each and every such averment.

1. Paragraph 1 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 1 alleges facts requiring a response, Defendant denies them.

2. Paragraph 2 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 2 alleges facts requiring a response, Defendant denies them.

3. Alliance denies the allegations of paragraph 3, and avers that the filings made via the U.S. Securities and Exchange Commission’s EDGAR filing system on August 8, 2018 (dated July 2, 2018), and January 17, 2019, regarding a position in Microbot securities, were filed in error under the incorrect Central Index Key (“CIK”) number, and further avers that on August 14, 2019, it formally requested the removal of the filings via letter to the U.S. Securities and Exchange

Commission, Division of Corporate Finance, submitted through EDGAR. A true and correct copy of the letter submitted on August 14, 2019, and an automated email from edgar-postmaster@sec.gov acknowledging submission of the same is attached hereto as Exhibit 1. Alliance further avers that as of August 16, 2019, the U.S. Securities and Exchange Commission had accepted and begun to act upon Alliance's request, as the form filed on January 17, 2019 – *i.e.* the form that led Plaintiff to believe it possessed a cause of action against Alliance – has already been removed from the EDGAR system. A true and correct printout from the EDGAR system for all filings relating to Microbot between June 20, 2017 and August 14, 2019 (created on August 16, 2019) is attached hereto as Exhibit 2.

4. Paragraph 4 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 4 alleges facts requiring a response, Defendant denies them.

5. Alliance denies the allegations of paragraph 5, except admits making certain filings regarding ownership in Microbot common stock and refers to those filings for a complete and accurate recitation of their content, and avers that on August 14, 2019, it formally requested the removal of the filings via letter to the U.S. Securities and Exchange Commission, Division of Corporate Finance, submitted through EDGAR.

6. Paragraph 6 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 6 alleges facts requiring a response, Defendant denies them.

7. Paragraph 7 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 4 alleges facts requiring a response, Defendant denies them.

8. Paragraph 8 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 8 alleges facts requiring a response, Defendant denies them.

9. Alliance denies information sufficient to form a belief as to the truth of the allegations of the first sentence of paragraph 9, except admits that Alliance is a limited liability company with a principal place of business in Kingston, Jamaica, that offers online trading, foreign exchange, investment management and other services to its clients. The second sentence of paragraph 9 contains a legal assertion and no allegations of fact that require a response.

10. Alliance denies information sufficient to form a belief as to the truth of the allegations of paragraph 10.

11. Alliance admits the allegations of the first sentence of paragraph 11 and denies the remainder of the paragraph, except admits that Alliance takes no action intended to solicit US-based clients.

12. Alliance denies information sufficient to form a belief as to the truth of the allegations of paragraph 12.

13. Alliance denies the allegations of paragraph 13.

14. Paragraph 14 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 14 alleges facts requiring a response, Defendant denies them.

15. Paragraph 15 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 15 alleges facts requiring a response, Defendant denies them.

16. Alliance admits that it filed a Form 3 with the U.S. Securities and Exchange Commission on January 17, 2019, and refers to that document for a complete and accurate recitation of its contents, and otherwise denies the allegations of paragraph 16.

17. Alliance admits that it filed a Form 4 with the U.S. Securities and Exchange Commission on January 17, 2019, and refers to that document for a complete and accurate recitation of its contents, and otherwise denies the allegations of paragraph 17.

18. Paragraph 18 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 18 alleges facts requiring a response, Defendant denies them.

19. Alliance repeats its responses to paragraphs 1-18 above.

20. Paragraph 20 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 20 alleges facts requiring a response, Defendant denies them.

21. Paragraph 21 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 21 alleges facts requiring a response, Defendant denies them.

22. Paragraph 22 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 22 alleges facts requiring a response, Defendant denies them.

23. Alliance repeats its responses to paragraphs 1-22 above.

24. Paragraph 24 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 24 alleges facts requiring a response, Defendant denies them.

25. Paragraph 25 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 25 alleges facts requiring a response, Defendant denies them.

26. Alliance denies the allegations of paragraph 26, except avers that on August 8, 2018, (not July 2, 2018) it filed a schedule 13D, and refers to that document for a complete and accurate recitation of its contents.

27. Paragraph 27 contains a legal assertion and no allegations of fact that require a response, to the extent that paragraph 27 alleges facts requiring a response, Defendant denies them.

AFFIRMATIVE DEFENSES

Alliance asserts the following defenses and reserve the right to assert other defenses and claims when and if they become appropriate and/or available in this action. Without assuming any burden of proof that it would not otherwise bear, Alliance asserts the following defenses:

FIRST DEFENSE

The Amended Complaint fails, in whole or in part, to state a claim on which relief can be granted.

PRAYER FOR RELIEF

WHEREFORE, Defendant demands judgment dismissing the Amended Complaint with prejudice and granting it such other and further relief as is just and proper.

Dated: New York, New York
August 16, 2019

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